

QUARTERLY STATEMENT

AS OF March 31, 2010

OF THE CONDITION AND AFFAIRS OF THE

HealthPlus Partners, Inc.

NAIC Group Code

3409

(Current Period)

3409

(Prior Period)

NAIC Company Code

11549

Employer's ID Number

01-0729151

Organized under the Laws of

Michigan

State of Domicile or Port of Entry

Michigan

Country of Domicile

United States of America

Licensed as business type:

Life, Accident & Health[ ]

Property/Casualty[ ]

Hospital, Medical & Dental Service or Indemnity[ ]

Dental Service Corporation[ ]

Vision Service Corporation[ ]

Health Maintenance Organization[X]

Other[ ]

Is HMO Federally Qualified? Yes[ ] No[X] N/A[ ]

Incorporated/Organized

07/08/2002

Commenced Business

01/01/2003

Statutory Home Office

2050 South Linden Road

(Street and Number)

Flint, MI 48532

(City, or Town, State and Zip Code)

Main Administrative Office

2050 South Linden Road

(Street and Number)

Flint, MI 48532

(City or Town, State and Zip Code)

(800)332-9161

(Area Code) (Telephone Number)

Mail Address

2050 South Linden Road, P.O. Box 1700

(Street and Number or P.O. Box)

Flint, MI 48501-1700

(City, or Town, State and Zip Code)

Primary Location of Books and Records

2050 South Linden Road

(Street and Number)

Flint, MI 48532

(City, or Town, State and Zip Code)

(800)332-9161

(Area Code) (Telephone Number)

Internet Web Site Address

www.healthplus.org

Statutory Statement Contact

Matthew Andrew Mendrygal, C.P.A.

(Name)

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(Area Code)(Telephone Number)(Extension)

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(E-Mail Address)

(810)733-8966

(Fax Number)

OFFICERS

Name	Title
Bruce Roberts Hill	President
Harold Leslie Mallon DDS	Director
Matthew Andrew Mendrygal C.P.A.	Treasurer

OTHERS

DIRECTORS OR TRUSTEES

Harold Leslie Mallon DDS

Sheryl Denise Thompson

Lisa Ann Coleman

Christopher John Flores

Amy Diane Farmer

State of

Michigan

County of

Genesee

ss

The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of the said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

(Signature)

Bruce Roberts Hill

(Printed Name)

1.

President

(Title)

(Signature)

Matthew Andrew Mendrygal

(Printed Name)

2.

Treasurer

(Title)

(Signature)

Harold Leslie Mallon

(Printed Name)

3.

Director

(Title)

Subscribed and sworn to before me this

day of

, 2010

a. Is this an original filing?

b. If no,

1. State the amendment number

2. Date filed

3. Number of pages attached

(Notary Public Signature)

Yes[X] No[ ]

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ASSETS

		Current Statement Date			4
		1	2	3	
		Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	December 31, Prior Year Net Admitted Assets
1.	Bonds .....	0	0	0	0
2.	Stocks:				
2.1	Preferred stocks .....	0	0	0	0
2.2	Common stocks .....	6,596,502	0	6,596,502	6,392,145
3.	Mortgage loans on real estate:				
3.1	First liens .....	0	0	0	0
3.2	Other than first liens .....	0	0	0	0
4.	Real estate:				
4.1	Properties occupied by the company (less \$.....0 encumbrances) .....	0	0	0	0
4.2	Properties held for the production of income (less \$.....0 encumbrances) .....	0	0	0	0
4.3	Properties held for sale (less \$.....0 encumbrances) .....	0	0	0	0
5.	Cash (\$.....2,155,011), cash equivalents (\$.....0) and short-term investments (\$.....40,646,259) .....	42,801,270	0	42,801,270	35,626,482
6.	Contract loans (including \$.....0 premium notes) .....	0	0	0	0
7.	Derivatives .....	0	0	0	0
8.	Other invested assets .....	0	0	0	13,482
9.	Receivables for securities .....	0	0	0	0
10.	Aggregate write-ins for invested assets .....	0	0	0	0
11.	Subtotals, cash and invested assets (Lines 1 to 10) .....	49,397,772	0	49,397,772	42,032,109
12.	Title plants less \$.....0 charged off (for Title insurers only) .....	0	0	0	0
13.	Investment income due and accrued .....	25,462	0	25,462	19,718
14.	Premiums and considerations:				
14.1	Uncollected premiums and agents' balances in the course of collection .....	3,003,562	0	3,003,562	2,246,343
14.2	Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums) .....	0	0	0	0
14.3	Accrued retrospective premiums .....	0	0	0	0
15.	Reinsurance:				
15.1	Amounts recoverable from reinsurers .....	0	0	0	0
15.2	Funds held by or deposited with reinsured companies .....	0	0	0	0
15.3	Other amounts receivable under reinsurance contracts .....	0	0	0	0
16.	Amounts receivable relating to uninsured plans .....	0	0	0	0
17.1	Current federal and foreign income tax recoverable and interest thereon .....	0	0	0	0
17.2	Net deferred tax asset .....	0	0	0	0
18.	Guaranty funds receivable or on deposit .....	0	0	0	0
19.	Electronic data processing equipment and software .....	0	0	0	0
20.	Furniture and equipment, including health care delivery assets (\$.....0) .....	0	0	0	0
21.	Net adjustments in assets and liabilities due to foreign exchange rates .....	0	0	0	0
22.	Receivables from parent, subsidiaries and affiliates .....	23,640	0	23,640	1,689,570
23.	Health care (\$.....202,861) and other amounts receivable .....	633,541	0	633,541	2,026,517
24.	Aggregate write-ins for other than invested assets .....	0	0	0	0
25.	Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 11 to 24) .....	53,083,977	0	53,083,977	48,014,257
26.	From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....	0	0	0	0
27.	Total (Lines 25 and 26) .....	53,083,977	0	53,083,977	48,014,257
DETAILS OF WRITE-INS					
1001.	.....	0	0	0	0
1002.	.....	0	0	0	0
1003.	.....	0	0	0	0
1098.	Summary of remaining write-ins for Line 10 from overflow page .....	0	0	0	0
1099.	TOTALS (Lines 1001 through 1003 plus 1098) (Line 10 above) .....	0	0	0	0
2401.	.....	0	0	0	0
2402.	.....	0	0	0	0
2403.	.....	0	0	0	0
2498.	Summary of remaining write-ins for Line 24 from overflow page .....	0	0	0	0
2499.	TOTALS (Lines 2401 through 2403 plus 2498) (Line 24 above) .....	0	0	0	0

**LIABILITIES, CAPITAL AND SURPLUS**

		Current Period			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
1.	Claims unpaid (less \$.....0 reinsurance ceded) .....	23,854,836	0	23,854,836	20,194,404
2.	Accrued medical incentive pool and bonus amounts .....	2,934,898	0	2,934,898	3,652,597
3.	Unpaid claims adjustment expenses .....	246,573	0	246,573	221,378
4.	Aggregate health policy reserves .....	0	0	0	0
5.	Aggregate life policy reserves .....	0	0	0	0
6.	Property/casualty unearned premium reserve .....	0	0	0	0
7.	Aggregate health claim reserves .....	0	0	0	0
8.	Premiums received in advance .....	0	0	0	0
9.	General expenses due or accrued .....	0	0	0	0
10.1	Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses)) .....	0	0	0	0
10.2	Net deferred tax liability .....	0	0	0	0
11.	Ceded reinsurance premiums payable .....	0	0	0	0
12.	Amounts withheld or retained for the account of others .....	0	0	0	0
13.	Remittances and items not allocated .....	0	0	0	0
14.	Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current) .....	0	0	0	0
15.	Amounts due to parent, subsidiaries and affiliates .....	161,060	0	161,060	518,237
16.	Derivatives .....	0	0	0	0
17.	Payable for securities .....	0	0	0	0
18.	Funds held under reinsurance treaties with (\$.....0 authorized reinsurers and \$.....0 unauthorized reinsurers) .....	0	0	0	0
19.	Reinsurance in unauthorized companies .....	0	0	0	0
20.	Net adjustments in assets and liabilities due to foreign exchange rates .....	0	0	0	0
21.	Liability for amounts held under uninsured plans .....	0	0	0	0
22.	Aggregate write-ins for other liabilities (including \$.....633,009 current) .....	633,009	0	633,009	910
23.	Total liabilities (Lines 1 to 22) .....	27,830,376	0	27,830,376	24,587,526
24.	Aggregate write-ins for special surplus funds .....	X X X	X X X	0	0
25.	Common capital stock .....	X X X	X X X	0	0
26.	Preferred capital stock .....	X X X	X X X	0	0
27.	Gross paid in and contributed surplus .....	X X X	X X X	21,771,167	21,771,167
28.	Surplus notes .....	X X X	X X X	0	0
29.	Aggregate write-ins for other than special surplus funds .....	X X X	X X X	0	0
30.	Unassigned funds (surplus) .....	X X X	X X X	3,482,434	1,655,564
31.	Less treasury stock, at cost:				
31.1	.....0 shares common (value included in Line 25 \$.....0) .....	X X X	X X X	0	0
31.2	.....0 shares preferred (value included in Line 26 \$.....0) .....	X X X	X X X	0	0
32.	Total capital and surplus (Lines 24 to 30 minus Line 31) .....	X X X	X X X	25,253,601	23,426,731
33.	Total Liabilities, capital and surplus (Lines 23 and 32) .....	X X X	X X X	53,083,977	48,014,257
<b>DETAILS OF WRITE-INS</b>					
2201.	Use Tax Liability .....	604,968	0	604,968	0
2202.	Other Current Liabilities .....	28,041	0	28,041	910
2203.	.....	0	0	0	0
2298.	Summary of remaining write-ins for Line 22 from overflow page .....	0	0	0	0
2299.	TOTALS (Lines 2201 through 2203 plus 2298) (Line 22 above) .....	633,009	0	633,009	910
2401.	.....	X X X	X X X	0	0
2402.	.....	X X X	X X X	0	0
2403.	.....	X X X	X X X	0	0
2498.	Summary of remaining write-ins for Line 24 from overflow page .....	X X X	X X X	0	0
2499.	TOTALS (Lines 2401 through 2403 plus 2498) (Line 24 above) .....	X X X	X X X	0	0
2901.	.....	X X X	X X X	0	0
2902.	.....	X X X	X X X	0	0
2903.	.....	X X X	X X X	0	0
2998.	Summary of remaining write-ins for Line 29 from overflow page .....	X X X	X X X	0	0
2999.	TOTALS (Lines 2901 through 2903 plus 2998) (Line 29 above) .....	X X X	X X X	0	0

**STATEMENT OF REVENUE AND EXPENSES**

		Current Year To Date		Prior Year To Date	Prior Year Ended December 31
		1 Uncovered	2 Total	3 Total	4 Total
1.	Member Months .....	X X X .....	214,249	198,497	818,966
2.	Net premium income (including \$.....0 non-health premium income) .....	X X X .....	60,173,180	52,488,221	222,541,260
3.	Change in unearned premium reserves and reserves for rate credits .....	X X X .....	0	0	0
4.	Fee-for-service (net of \$.....0 medical expenses) .....	X X X .....	0	0	0
5.	Risk revenue .....	X X X .....	0	0	0
6.	Aggregate write-ins for other health care related revenues .....	X X X .....	0	(2,894,340)	(2,988,186)
7.	Aggregate write-ins for other non-health revenues .....	X X X .....	0	0	0
8.	Total revenues (Lines 2 to 7) .....	X X X .....	60,173,180	49,593,881	219,553,074
<b>Hospital and Medical:</b>					
9.	Hospital/medical benefits .....	0	39,636,164	35,145,824	145,151,381
10.	Other professional services .....	0	0	0	0
11.	Outside referrals .....	0	0	0	0
12.	Emergency room and out-of-area .....	0	3,552,542	2,807,898	12,579,846
13.	Prescription drugs .....	0	6,509,449	6,757,199	23,657,709
14.	Aggregate write-ins for other hospital and medical .....	0	104,484	90,991	424,348
15.	Incentive pool, withhold adjustments and bonus amounts .....	0	1,146,601	839,715	5,722,601
16.	Subtotal (Lines 9 to 15) .....	0	50,949,240	45,641,627	187,535,885
<b>Less:</b>					
17.	Net reinsurance recoveries .....	0	0	0	0
18.	Total hospital and medical (Lines 16 minus 17) .....	0	50,949,240	45,641,627	187,535,885
19.	Non-health claims (net) .....	0	0	0	0
20.	Claims adjustment expenses, including \$.....411,806 cost containment expenses .....	0	782,147	964,165	2,839,275
21.	General administrative expenses .....	0	6,832,783	3,306,959	24,079,651
22.	Increase in reserves for life and accident and health contracts (including \$.....0 increase in reserves for life only) .....	0	0	0	0
23.	Total underwriting deductions (Lines 18 through 22) .....	0	58,564,170	49,912,751	214,454,811
24.	Net underwriting gain or (loss) (Lines 8 minus 23) .....	X X X .....	1,609,010	(318,870)	5,098,263
25.	Net investment income earned .....	0	56,008	130,424	393,114
26.	Net realized capital gains (losses) less capital gains tax of \$.....0 .....	0	0	0	0
27.	Net investment gains or (losses) (Lines 25 plus 26) .....	0	56,008	130,424	393,114
28.	Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....0) (amount charged off \$.....0)] .....	0	0	0	0
29.	Aggregate write-ins for other income or expenses .....	0	0	0	0
30.	Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29) .....	X X X .....	1,665,018	(188,446)	5,491,377
31.	Federal and foreign income taxes incurred .....	X X X .....	0	0	0
32.	Net income (loss) (Lines 30 minus 31) .....	X X X .....	1,665,018	(188,446)	5,491,377
<b>DETAILS OF WRITE-INS</b>					
0601.	Quality Assurance Assessment Program assessments .....	X X X .....	0	(2,894,340)	(2,988,186)
0602.	.....	X X X .....	0	0	0
0603.	.....	X X X .....	0	0	0
0698.	Summary of remaining write-ins for Line 6 from overflow page .....	X X X .....	0	0	0
0699.	TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above) .....	X X X .....	0	(2,894,340)	(2,988,186)
0701.	.....	X X X .....	0	0	0
0702.	.....	X X X .....	0	0	0
0703.	.....	X X X .....	0	0	0
0798.	Summary of remaining write-ins for Line 7 from overflow page .....	X X X .....	0	0	0
0799.	TOTALS (Lines 0701 through 0703 plus 0798) (Line 7 above) .....	X X X .....	0	0	0
1401.	Other Medical .....	0	104,484	90,991	424,348
1402.	.....	0	0	0	0
1403.	.....	0	0	0	0
1498.	Summary of remaining write-ins for Line 14 from overflow page .....	0	0	0	0
1499.	TOTALS (Lines 1401 through 1403 plus 1498) (Line 14 above) .....	0	104,484	90,991	424,348
2901.	.....	0	0	0	0
2902.	.....	0	0	0	0
2903.	.....	0	0	0	0
2998.	Summary of remaining write-ins for Line 29 from overflow page .....	0	0	0	0
2999.	TOTALS (Lines 2901 through 2903 plus 2998) (Line 29 above) .....	0	0	0	0

**STATEMENT OF REVENUE AND EXPENSES (Continued)**

		1	2	3
		Current Year To Date	Prior Year To Date	Prior Year Ended December 31
<b>CAPITAL &amp; SURPLUS ACCOUNT</b>				
33.	Capital and surplus prior reporting year .....	23,426,731	9,589,078	9,589,078
34.	Net income or (loss) from Line 32 .....	1,665,018	(188,446)	5,491,377
35.	Change in valuation basis of aggregate policy and claim reserves .....	0	0	0
36.	Change in net unrealized capital gains (losses) less capital gains tax of \$.....0 .....	161,852	(221,120)	639,972
37.	Change in net unrealized foreign exchange capital gain or (loss) .....	0	0	0
38.	Change in net deferred income tax .....	0	0	0
39.	Change in nonadmitted assets .....	0	706,304	706,304
40.	Change in unauthorized reinsurance .....	0	0	0
41.	Change in treasury stock .....	0	0	0
42.	Change in surplus notes .....	0	0	0
43.	Cumulative effect of changes in accounting principles .....	0	0	0
44.	Capital Changes:			
44.1	Paid in .....	0	0	0
44.2	Transferred from surplus (Stock Dividend) .....	0	0	0
44.3	Transferred to surplus .....	0	0	0
45.	Surplus adjustments:			
45.1	Paid in .....	0	4,000,000	7,000,000
45.2	Transferred to capital (Stock Dividend) .....	0	0	0
45.3	Transferred from capital .....	0	0	0
46.	Dividends to stockholders .....	0	0	0
47.	Aggregate write-ins for gains or (losses) in surplus .....	0	0	0
48.	Net change in capital and surplus (Lines 34 to 47) .....	1,826,870	4,296,738	13,837,653
49.	Capital and surplus end of reporting period (Line 33 plus 48) .....	25,253,601	13,885,816	23,426,731
<b>DETAILS OF WRITE-INS</b>				
4701.	.....	0	0	0
4702.	.....	0	0	0
4703.	.....	0	0	0
4798.	Summary of remaining write-ins for Line 47 from overflow page .....	0	0	0
4799.	TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above) .....	0	0	0

CASH FLOW

		1	2	3
		Current	Prior	Prior
		Year	Year	Year Ended
		To Date	To Date	December 31
Cash from Operations				
1.	Premiums collected net of reinsurance .....	60,516,458	52,682,818	220,560,934
2.	Net investment income .....	50,264	132,325	426,864
3.	Miscellaneous income .....	0	(2,728,782)	(3,798,640)
4.	Total (Lines 1 to 3) .....	60,566,722	50,086,361	217,189,158
5.	Benefit and loss related payments .....	47,716,286	42,820,863	181,883,776
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts .....	0	0	0
7.	Commissions, expenses paid and aggregate write-ins for deductions .....	6,955,378	4,253,859	26,990,888
8.	Dividends paid to policyholders .....	0	0	0
9.	Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses) .....	0	0	0
10.	Total (Lines 5 through 9) .....	54,671,664	47,074,722	208,874,664
11.	Net cash from operations (Line 4 minus Line 10) .....	5,895,058	3,011,639	8,314,494
Cash from Investments				
12.	Proceeds from investments sold, matured or repaid:			
12.1	Bonds .....	0	0	0
12.2	Stocks .....	0	0	0
12.3	Mortgage loans .....	0	0	0
12.4	Real estate .....	0	0	0
12.5	Other invested assets .....	13,482	0	0
12.6	Net gains or (losses) on cash, cash equivalents and short-term investments .....	0	0	0
12.7	Miscellaneous proceeds .....	0	0	0
12.8	Total investment proceeds (Lines 12.1 to 12.7) .....	13,482	0	0
13.	Cost of investments acquired (long-term only):			
13.1	Bonds .....	0	0	0
13.2	Stocks .....	42,505	49,091	254,042
13.3	Mortgage loans .....	0	0	0
13.4	Real estate .....	0	0	0
13.5	Other invested assets .....	0	0	0
13.6	Miscellaneous applications .....	0	0	0
13.7	Total investments acquired (Lines 13.1 to 13.6) .....	42,505	49,091	254,042
14.	Net increase (or decrease) in contract loans and premium notes .....	0	0	0
15.	Net cash from investments (Line 12.8 minus Lines 13.7 and 14) .....	(29,023)	(49,091)	(254,042)
Cash from Financing and Miscellaneous Sources				
16.	Cash provided (applied):			
16.1	Surplus notes, capital notes .....	0	0	0
16.2	Capital and paid in surplus, less treasury stock .....	0	4,000,000	7,000,000
16.3	Borrowed funds .....	0	0	0
16.4	Net deposits on deposit-type contracts and other insurance liabilities .....	0	0	0
16.5	Dividends to stockholders .....	0	0	0
16.6	Other cash provided (applied) .....	1,308,753	784,629	(1,215,552)
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6) .....	1,308,753	4,784,629	5,784,448
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS				
18.	Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) .....	7,174,788	7,747,177	13,844,900
19.	Cash, cash equivalents and short-term investments:			
19.1	Beginning of year .....	35,626,482	21,781,582	21,781,582
19.2	End of period (Line 18 plus Line 19.1) .....	42,801,270	29,528,759	35,626,482
Note: Supplemental Disclosures of Cash Flow Information for Non-Cash Transactions:				
20.0001	.....	0	0	0

**EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION**

	1  Total	Comprehensive (Hospital & Medical)		4  Medicare Supplement	5  Vision Only	6  Dental Only	7  Federal Employees Health Benefit Plan	8  Title XVIII Medicare	9  Title XIX Medicaid	10  Other
		2  Individual	3  Group							
Total Members at end of:										
1. Prior Year .....	72,050	0	0	0	0	0	0	0	72,050	0
2. First Quarter .....	71,223	0	0	0	0	0	0	0	71,223	0
3. Second Quarter .....	0	0	0	0	0	0	0	0	0	0
4. Third Quarter .....	0	0	0	0	0	0	0	0	0	0
5. Current Year .....	0	0	0	0	0	0	0	0	0	0
6. Current Year Member Months .....	214,249	0	0	0	0	0	0	0	214,249	0
Total Member Ambulatory Encounters for Period:										
7. Physician .....	39,204	0	0	0	0	0	0	0	39,204	0
8. Non-Physician .....	58,430	0	0	0	0	0	0	0	58,430	0
9. Total .....	97,634	0	0	0	0	0	0	0	97,634	0
10. Hospital Patient Days Incurred .....	7,588	0	0	0	0	0	0	0	7,588	0
11. Number of Inpatient Admissions .....	1,736	0	0	0	0	0	0	0	1,736	0
12. Health Premiums Written (a) .....	60,201,161	0	0	0	0	0	0	0	60,201,161	0
13. Life Premiums Direct .....	0	0	0	0	0	0	0	0	0	0
14. Property/Casualty Premiums Written .....	0	0	0	0	0	0	0	0	0	0
15. Health Premiums Earned .....	60,201,161	0	0	0	0	0	0	0	60,201,161	0
16. Property/Casualty Premiums Earned .....	0	0	0	0	0	0	0	0	0	0
17. Amount Paid for Provision of Health Care Services .....	47,716,286	0	0	0	0	0	0	0	47,716,286	0
18. Amount Incurred for Provision of Health Care Services .....	50,949,240	0	0	0	0	0	0	0	50,949,240	0

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....0.

**CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)**

Aging Analysis of Unpaid Claims						
1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 days	Over 120 Days	Total
0199999 Individually Listed Claims Unpaid .....	0	0	0	0	0	0
0299999 Aggregate Accounts Not Individually Listed - Uncovered .....	0	0	0	0	0	0
0399999 Aggregate Accounts Not Individually Listed - Covered .....	2,998,544	110,481	323	0	365	3,109,713
0499999 Subtotals .....	2,998,544	110,481	323	0	365	3,109,713
0599999 Unreported claims and other claim reserves .....						19,802,462
0699999 Total Amounts Withheld .....						942,661
0799999 Total Claims Unpaid .....						23,854,836
0899999 Accrued Medical Incentive Pool And Bonus Amounts .....						2,934,898



**UNDERWRITING AND INVESTMENT EXHIBIT**

**ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE**

Line of Business		Claims Paid Year to Date		Liability End of Current Quarter		5	6
		1	2	3	4	Claims Incurred in Prior Years (Columns 1+3)	Estimated Claim Reserve and Claim Liability Dec.31 of Prior Year
		On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec.31 of Prior Year	On Claims Incurred During the Year		
1.	Comprehensive (hospital & medical) .....	0	0	0	0	0	0
2.	Medicare Supplement .....	0	0	0	0	0	0
3.	Dental only .....	0	0	0	0	0	0
4.	Vision only .....	0	0	0	0	0	0
5.	Federal Employees Health Benefits Plan .....	0	0	0	0	0	0
6.	Title XVIII - Medicare .....	0	0	0	0	0	0
7.	Title XIX - Medicaid .....	15,659,596	31,751,448	4,534,808	19,320,029	20,194,404	20,194,404
8.	Other health .....	0	0	0	0	0	0
9.	Health subtotal (Lines 1 to 8) .....	15,659,596	31,751,448	4,534,808	19,320,029	20,194,404	20,194,404
10.	Healthcare receivables (a) .....	639,023	920,035	8,361	194,503	647,384	493,085
11.	Other non-health .....	0	0	0	0	0	0
12.	Medical incentive pools and bonus amounts .....	1,664,166	200,134	1,988,410	946,488	3,652,576	3,652,597
13.	Totals .....	16,684,739	31,031,547	6,514,857	20,072,014	23,199,596	23,353,916

(a) Excludes \$.00 loans or advances to providers not yet expensed.

## Notes to Financial Statement

### 1. Significant Accounting Policies

#### A. Basis of Presentation

The accompanying financial statements of HealthPlus Partners, Inc. (the Company) have been prepared in conformity with the 2010 NAIC Quarterly Statement Instructions and the NAIC Accounting Practices and Procedures Manual as of March 2010, to the extent that the accounting practices, procedures, and reporting standards are not modified by the Michigan Insurance Code or the 2009 Forms and Instructions for Required Filings in Michigan.

#### B. Management Estimates

The preparation of financial statements in conformity with Statutory Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities. It also requires disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. Actual results could differ from those estimates.

#### C. Accounting Policy

Premium revenue is recognized in the month that members are entitled to health care services. The liability for incurred medical and hospital claims is accrued in the period during which the services are provided and includes estimates of services performed, which have not been reported to the Company.

In addition, the company uses the following accounting policies:

- 1) Short Term Investments are stated at amortized cost.
- 2) The Company has no long-term bonds.
- 3) Common Stocks are reported at market value.
- 4) The Company has no Preferred Stocks to report.
- 5) The Company has no mortgage loans to report.
- 6) The Company has no Loan Backed Securities.
- 7) The Company carries its investment in HGH, Inc. at audited GAAP equity.
- 8) The Company has no ownership interests in joint ventures or limited liability companies.
- 9) The Company has no derivatives to report.
- 10) The Company uses anticipated investment income as a factor in the calculation of premium deficiency reserves.
- 11) Unpaid claims include amounts determined from individual case estimates and amounts based on past experiences, for losses incurred but not reported. Such liabilities are necessarily based on assumptions and estimates and while management believes the amount is adequate, the ultimate liability may be in excess of or less than the amount provided. The methods for making such estimates and for establishing the resulting liability are continually reviewed and any adjustments are reflected in the period determined.
- 12) The Company has no capitalized assets.
- 13) Estimated pharmaceutical rebate receivables are based primarily on historical trends.

### 2. Accounting Changes and Corrections of Errors

The Company did not discover any material errors or make any material changes in accounting principles as of the Quarter Ended March 31, 2010.

### 3. Business Combinations and Goodwill

None.

### 4. Discontinued Operations

None.

**Notes to Financial Statement**

5. Investments – Mortgage Loans, Debt Restructuring, Reverse Mortgages, Loan-Backed Securities, Repurchase Agreements, Real Estate

None.

6. Joint Ventures, Partnerships and Limited Liability Companies

None.

7. Investment Income

The Company does not exclude any investment income due and accrued.

8. Derivative Instruments

None.

9. Income Taxes

The Company is exempt from Federal income tax under Internal Revenue Code Section 501(c)(4). The Company is also exempt from Michigan Business Tax.

10. Information Concerning Parent, Subsidiaries and Affiliates

HealthPlus Partners, Inc. is a wholly owned subsidiary of HealthPlus of Michigan Inc. The Company began operations January 1, 2003.

HealthPlus Partners, Inc. has entered into agreements with its parent, HealthPlus of Michigan, Inc. for administrative services. These services amounted to \$4,065,179 as of the Quarter Ended March 31, 2010.

The Company was a part owner of a non-profit corporation, HGH, Inc., with Hurley Medical Center and Genesys Regional Medical Center for the purpose of providing services to Medicaid members in Genesee, Lapeer and Shiawassee Counties. At the December 2005 meeting of the HGH, Inc. Board of Directors, a plan for the dissolution of HGH, Inc. was approved with dissolution to occur during 2006. Dissolution occurred in the fourth quarter of 2007, with the exception of a minor amount of accrued interest. This was disbursed in March 2010.

11. Debt

None.

12. Retirement Plan

None.

13. Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations

The Company has no Shareholder's Dividend Restrictions or Quasi-Reorganizations to report.

The portion of unassigned funds (surplus) represented or reduced by each item below is as follows:

a. change in unrealized gains and losses:	\$ 161,852
b. change in nonadmitted asset values:	\$ 0

**Notes to Financial Statement**

14. Contingencies

In the normal course of business, HealthPlus Partners, Inc. is a party to certain legal matters. Management is of the opinion that resolution of these matters will not have a material effect on the Company's financial position or results of operations.

15. Leases

None.

16. Financial Instruments with Off-Balance Sheet Risk and Financial Instruments with Concentrations of Credit Risk

None.

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

None.

18. Gain or Loss to the Reporting Entity from Uninsured A&H Plans and the Uninsured Portion of Partially Insured Plans

None.

19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

None.

20. Other Items

The Company has no extraordinary items or other disclosures to report.

21. Events Subsequent

There were no events subsequent to the close of the books or accounts for this statement which may have a material effect on the financial condition of the Company.

22. Reinsurance

A. Ceded Reinsurance Report

Section 1 – General Interrogatories

(1) Are any of the reinsurers, listed in Schedule S as non-affiliated, owned in excess of 10% or controlled, either directly or indirectly, by the company or by any representative, officer, trustee, or director of the Company?  
Yes ( )      No (x)

(2) Have any policies issued by the company been reinsured with a company chartered in a country other than the United States (excluding U.S. Branches of such companies) that is owned in excess of 10% or controlled directly or indirectly by an insured, a beneficiary, a creditor or an insured or any other person not primarily engaged in the insurance business?  
Yes ( )      No (x)

**Notes to Financial Statement**

**Section 2 – Ceded Reinsurance Report – Part A**

- (1) Does the company have any reinsurance agreements in effect under which the reinsurer may unilaterally cancel any reinsurance for reasons other than for nonpayment of premium or other similar credit?  
Yes (x)                      No ( )
- a. If yes, what is the estimated amount of the aggregate reduction in surplus of a unilateral cancellation by the reinsurer as of the date of this statement, for those agreements in which cancellation results in a net obligation of the reporting entity to the reinsurer, and for which such obligation is not presently accrued? Where necessary, the reporting entity may consider the current or anticipated experience of the business reinsured in making this estimate.  
\$ 0.
- b. What is the total amount of reinsurance credits taken, whether as an asset or as a reduction of liability for these agreements in this statement?  
\$ 0.
- (2) Does the reporting entity have any reinsurance agreements in effect such that the amount of losses paid or accrued through the statement date may result in a payment to the reinsurer of amounts that, in aggregate and allowing for offset of mutual credits from other reinsurance agreements with the same reinsurer, exceed the total direct premium collected under the reinsured policies?  
Yes ( )                      No (x)

**Section 3 – Ceded Reinsurance – Part B**

- (1) What is the estimated amount of the aggregate reduction in surplus, (for agreements other than those under which the reinsurer may unilaterally cancel for reasons other than for nonpayment of premium or other similar credits that are reflected in section 2 above) of termination of ALL reinsurance agreements, by either party, as of the date of this statement? Where necessary, the company may consider the current or anticipated experience of the business reinsured in making this estimate.  
\$ 0.
- (2) Have any new agreements been executed or existing agreements amended, since January 1 of the year of this statement, to include policies or contracts that were in force or which had existing reserves established by the company as of the effective date of the agreement?  
Yes ( )                      No (x)

**(3) Uncollectible Reinsurance**

None.

**C. Commutation of Ceded Reinsurance**

None.

**23. Retrospectively Rated Contracts and Contracts Subject to Redetermination**

None.

**Notes to Financial Statement**

**24. Change in Incurred Claims and Claim Adjustment Expenses**

There has been no change in reserves for incurred claims attributable to insured events of prior years as of the Quarter Ended March 31, 2010 as a result of re-estimation of unpaid claims.

**25. Intercompany Pooling Arrangements**

None.

**26. Structured Settlements**

Not applicable.

**27. Health Care Receivables**

**(a) Pharmaceutical Rebate Receivables**

Pharmaceutical rebate receivables consist of actual amounts billed for the previous quarter, based on actual prescriptions filled, and estimates of rebates for the current quarter. Estimated rebates are based primarily on historical trends.

Quarter	Estimated Pharmacy Rebates as Reported on Financial Statements	Pharmacy Rebates as Invoiced/ Confirmed	Actual rebates Collected Within 90 Days of Invoicing/ Confirmation	Actual Rebates Collected Within 91 to 180 Days of Invoicing/ Confirmation	Actual Rebates Collected More Than 180 Days After Invoicing/ Confirmation
03/31/2010	2,000	0	0	0	0
12/31/2009	1,976	1,976	0	0	0
09/30/2009	0	2,131	2,131	0	0
06/30/2009	0	1,167	1,167	0	0
03/31/2009	0	3,815	3,815	0	0
12/31/2008	0	2,056	2,056	0	0
09/30/2008	0	2,675	2,675	0	0
06/30/2008	0	3,563	3,563	0	0
03/31/2008	0	3,877	3,877	0	0
12/31/2007	0	1,470	1,470	0	0
09/30/2007	0	1,427	1,427	0	0
06/30/2007	0	586	586	0	0
03/31/2007	0	1,341	1,341	0	0

**(b) Risk Sharing Receivables**

The Company has agreements, which provide the basis of payments to different provider groups for the delivery of health care services. The groups include hospitals, physician hospital organizations, and physicians. The agreements include provisions for the sharing of surplus or deficits calculated by the comparison of total expense to funding reported for the Company’s members served by the physicians affiliated with each contracting provider group. The funding levels are primarily based on a percentage of the premium, which the Company receives for providing health insurance coverage to Medicaid beneficiaries. Certain of these providers have entered into separate agreements with affiliated hospitals to share any surplus or deficit associated with services to physician members.

Risk sharing receivables recorded in accordance with the aforementioned agreements are detailed in the table below.

**Notes to Financial Statement**

Calendar Year	Evaluation Period Year Ending	Risk Sharing Receivable as Estimated And Reported in the Prior Year	Risk Sharing Receivable as Estimated And Reported in the Current Year	Risk Sharing Receivable Invoiced	Risk Sharing Receivable Not Invoiced	Actual Risk Sharing Amounts Collected in Year Invoiced	Actual Risk Sharing Amounts Collected First Year Subsequent	Actual Risk Sharing Amounts Collected Second Year Subsequent	Actual Risk Sharing Amounts Collected – All Other
2010	2010		7,538						
	2011								
2009	2009		199,006	192,625	6,381	192,625			
	2010								
2008	2008		1,736,211	1,736,211		1,736,211			
	2009								
2007	2007		4,485,084	4,485,084		3,778,780	706,304		
	2008								
2006	2006		3,894,587	3,894,587		3,894,587			
	2007								

28. Participating Policies

None.

29. Premium Deficiency Reserves

None

30. Salvage and Subrogation

The Company has not specifically identified any anticipated salvage and subrogation amounts in its calculation of loss reserves.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES  
GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes[ ] No[X]
- 1.2 If yes, has the report been filed with the domiciliary state?

Yes[ ] No[ ] N/A[X]
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes[ ] No[X]
- 2.2 If yes, date of change:
3. Have there been any substantial changes in the organizational chart since the prior quarter end?  
If yes, complete the Schedule Y - Part 1 - organizational chart.

Yes[X] No[ ]
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes[ ] No[X]
- 4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1	2	3
Name of Entity	NAIC Company Code	State of Domicile

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?  
If yes, attach an explanation.

Yes[ ] No[X] N/A[ ]
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2006
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2006
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

06/30/2008
- 6.4 By what department or departments?  
Department of Energy, Labor and Economic Growth, Office of Financial & Insurance Regulation, Office of Financial Evaluation
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes[ ] No[ ] N/A[X]
- 6.6 Have all of the recommendations within the latest financial examination report been complied with?

Yes[ ] No[ ] N/A[X]
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes[ ] No[X]
- 7.2 If yes, give full information
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes[ ] No[X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms?

Yes[ ] No[X]
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1	2	3	4	5	6	7
Affiliate Name	Location (City, State)	FRB	OCC	OTS	FDIC	SEC
		Yes[ ] No[X]	Yes[ ] No[X]	Yes[ ] No[X]	Yes[ ] No[X]	Yes[ ] No[X]

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?  
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;  
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;  
(c) Compliance with applicable governmental laws, rules and regulations;  
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and  
(e) Accountability for adherence to the code.

Yes[X] No[ ]
- 9.11 If the response to 9.1 is No, please explain:
- 9.2 Has the code of ethics for senior managers been amended?

Yes[ ] No[X]
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers?

Yes[ ] No[X]
- 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?

Yes[X] No[ ]
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount:

\$..... 23,640

INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes[ ] No[X]
- 11.2 If yes, give full and complete information relating thereto:
12. Amount of real estate and mortgages held in other invested assets in Schedule BA:

\$..... 0
13. Amount of real estate and mortgages held in short-term investments:

\$..... 0
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes[ ] No[X]



GENERAL INTERROGATORIES (Continued)

INVESTMENT

14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds .....	0	0
14.22 Preferred Stock .....	0	0
14.23 Common Stock .....	0	0
14.24 Short-Term Investments .....	0	0
14.25 Mortgages Loans on Real Estate .....	0	0
14.26 All Other .....	13,482	0
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26) .....	13,482	0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above .....	0	0

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB?  
15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?  
If no, attach a description with this statement.

Yes[ ] No[X]  
Yes[ ] No[ ] N/A[X]

16. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 3, III Conducting Examinations, F - Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?  
16.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

Yes[X] No[ ]

1 Name of Custodian(s)	2 Custodian Address
JP Morgan Asset Management .....	611 Woodward Avenue, Detroit, MI 48226 .....
Citizens Bank Wealth Management .....	328 South Saginaw Street, Flint, MI 48502 .....

16.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)
.....	.....	.....

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter?  
16.4 If yes, give full and complete information relating thereto:

Yes[ ] No[X]

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
.....	.....	.....	.....

16.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
104234 .....	JP Morgan Asset Management .....	611 Woodward Avenue, Detroit, MI 48226 .....
111223 .....	Citizens Bank Wealth Management .....	328 South Saginaw Street, Flint, MI 48502 .....

17.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed?  
17.2 If no, list exceptions:

Yes[X] No[ ]

**GENERAL INTERROGATORIES**

**PART 2 - HEALTH**

1. Operating Percentages:	
1.1 A&H loss percent	85%
1.2 A&H cost containment percent	1%
1.3 A&H expense percent excluding cost containment expenses	12%
2.1 Do you act as a custodian for health savings accounts?	Yes[ ] No[X]
2.2 If yes, please provide the amount of custodial funds held as of the reporting date.	\$..... 0
2.3 Do you act as an administrator for health savings accounts?	Yes[ ] No[X]
2.4 If yes, please provide the balance of the funds administered as of the reporting date.	\$..... 0

**SCHEDULE S - CEDED REINSURANCE**  
**Showing All New Reinsurance Treaties - Current Year to Date**

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Location	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
<b>Accident and Health - Non-affiliates</b>						
22667 .....	95-2371728 .....	..... 01/01/2010 .....	ACE AMER INS CO .....	Philadelphia, PA .....	..... SSL/A/I .....	..... Yes[X] No[ ] .....

**SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS**  
**Current Year to Date - Allocated by States and Territories**

		1	Direct Business Only							
			2	3	4	5	6	7	8	9
State, Etc.		Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums and Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1.	Alabama (AL) .....	N	0	0	0	0	0	0	0	0
2.	Alaska (AK) .....	N	0	0	0	0	0	0	0	0
3.	Arizona (AZ) .....	N	0	0	0	0	0	0	0	0
4.	Arkansas (AR) .....	N	0	0	0	0	0	0	0	0
5.	California (CA) .....	N	0	0	0	0	0	0	0	0
6.	Colorado (CO) .....	N	0	0	0	0	0	0	0	0
7.	Connecticut (CT) .....	N	0	0	0	0	0	0	0	0
8.	Delaware (DE) .....	N	0	0	0	0	0	0	0	0
9.	District of Columbia (DC) .....	N	0	0	0	0	0	0	0	0
10.	Florida (FL) .....	N	0	0	0	0	0	0	0	0
11.	Georgia (GA) .....	N	0	0	0	0	0	0	0	0
12.	Hawaii (HI) .....	N	0	0	0	0	0	0	0	0
13.	Idaho (ID) .....	N	0	0	0	0	0	0	0	0
14.	Illinois (IL) .....	N	0	0	0	0	0	0	0	0
15.	Indiana (IN) .....	N	0	0	0	0	0	0	0	0
16.	Iowa (IA) .....	N	0	0	0	0	0	0	0	0
17.	Kansas (KS) .....	N	0	0	0	0	0	0	0	0
18.	Kentucky (KY) .....	N	0	0	0	0	0	0	0	0
19.	Louisiana (LA) .....	N	0	0	0	0	0	0	0	0
20.	Maine (ME) .....	N	0	0	0	0	0	0	0	0
21.	Maryland (MD) .....	N	0	0	0	0	0	0	0	0
22.	Massachusetts (MA) .....	N	0	0	0	0	0	0	0	0
23.	Michigan (MI) .....	L	0	0	60,201,161	0	0	0	60,201,161	0
24.	Minnesota (MN) .....	N	0	0	0	0	0	0	0	0
25.	Mississippi (MS) .....	N	0	0	0	0	0	0	0	0
26.	Missouri (MO) .....	N	0	0	0	0	0	0	0	0
27.	Montana (MT) .....	N	0	0	0	0	0	0	0	0
28.	Nebraska (NE) .....	N	0	0	0	0	0	0	0	0
29.	Nevada (NV) .....	N	0	0	0	0	0	0	0	0
30.	New Hampshire (NH) .....	N	0	0	0	0	0	0	0	0
31.	New Jersey (NJ) .....	N	0	0	0	0	0	0	0	0
32.	New Mexico (NM) .....	N	0	0	0	0	0	0	0	0
33.	New York (NY) .....	N	0	0	0	0	0	0	0	0
34.	North Carolina (NC) .....	N	0	0	0	0	0	0	0	0
35.	North Dakota (ND) .....	N	0	0	0	0	0	0	0	0
36.	Ohio (OH) .....	N	0	0	0	0	0	0	0	0
37.	Oklahoma (OK) .....	N	0	0	0	0	0	0	0	0
38.	Oregon (OR) .....	N	0	0	0	0	0	0	0	0
39.	Pennsylvania (PA) .....	N	0	0	0	0	0	0	0	0
40.	Rhode Island (RI) .....	N	0	0	0	0	0	0	0	0
41.	South Carolina (SC) .....	N	0	0	0	0	0	0	0	0
42.	South Dakota (SD) .....	N	0	0	0	0	0	0	0	0
43.	Tennessee (TN) .....	N	0	0	0	0	0	0	0	0
44.	Texas (TX) .....	N	0	0	0	0	0	0	0	0
45.	Utah (UT) .....	N	0	0	0	0	0	0	0	0
46.	Vermont (VT) .....	N	0	0	0	0	0	0	0	0
47.	Virginia (VA) .....	N	0	0	0	0	0	0	0	0
48.	Washington (WA) .....	N	0	0	0	0	0	0	0	0
49.	West Virginia (WV) .....	N	0	0	0	0	0	0	0	0
50.	Wisconsin (WI) .....	N	0	0	0	0	0	0	0	0
51.	Wyoming (WY) .....	N	0	0	0	0	0	0	0	0
52.	American Samoa (AS) .....	N	0	0	0	0	0	0	0	0
53.	Guam (GU) .....	N	0	0	0	0	0	0	0	0
54.	Puerto Rico (PR) .....	N	0	0	0	0	0	0	0	0
55.	U.S. Virgin Islands (VI) .....	N	0	0	0	0	0	0	0	0
56.	Northern Mariana Islands (MP) .....	N	0	0	0	0	0	0	0	0
57.	Canada (CN) .....	N	0	0	0	0	0	0	0	0
58.	Aggregate other alien (OT) .....	X X X	0	0	0	0	0	0	0	0
59.	Subtotal .....	X X X	0	0	60,201,161	0	0	0	60,201,161	0
60.	Reporting entity contributions for Employee Benefit Plans .....	X X X	0	0	0	0	0	0	0	0
61.	Total (Direct Business) .....	(a) 1	0	0	60,201,161	0	0	0	60,201,161	0
DETAILS OF WRITE-INS										
5801.	.....	X X X	0	0	0	0	0	0	0	0
5802.	.....	X X X	0	0	0	0	0	0	0	0
5803.	.....	X X X	0	0	0	0	0	0	0	0
5898.	Summary of remaining write-ins for Line 58 from overflow page .....	X X X	0	0	0	0	0	0	0	0
5899.	TOTALS (Lines 5801 through 5803 plus 5898) (Line 58 above) .....	X X X	0	0	0	0	0	0	0	0

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.

(a) Insert the number of L responses except for Canada and Other Alien.

**SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER**  
**MEMBERS OF A HOLDING COMPANY GROUP**  
**PART 1 - ORGANIZATIONAL CHART**



**SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES**

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

RESPONSE
No

Explanations:

Bar Codes:

Medicare Part D Coverage Supplement



**OVERFLOW PAGE FOR WRITE-INS**

STATEMENT AS OF **March 31, 2010** OF THE **HealthPlus Partners, Inc.**

**SCHEDULE A - VERIFICATION**

Real Estate		
	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	0	0
2. Cost of acquired .....		
2.1 Actual cost at time of acquisition .....	0	0
2.2 Additional investment made after acquisition .....	0	0
3. Current year change in encumbrances .....	0	0
4. Total gain (loss) on disposals .....	0	0
5. Deduct amounts received on disposals .....	0	0
6. Total foreign exchange change in book/adjusted carrying value .....	0	0
7. Deduct current year's other than temporary impairment recognized .....	0	0
8. Deduct current year's depreciation .....	0	0
9. Book/adjusted carrying value at the end of current period (Lines 1 + 2 + 3 + 4 - 5 + 6 - 7 - 8 ) .....	0	0
10. Deduct total nonadmitted amounts .....	0	0
11. Statement value at end of current period (Line 9 minus Line 10) .....	0	0

**SCHEDULE B - VERIFICATION**

Mortgage Loans

	1	2
	Year To Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year .....	0	0
2. Cost of acquired: .....		
2.1 Actual cost at time of acquisition .....	0	0
2.2 Additional investment made after acquisition .....	0	0
3. Capitalized deferred interest and other .....	0	0
4. Accrual of discount .....	0	0
5. Unrealized valuation increase (decrease) .....	0	0
6. Total gain (loss) on disposals .....	0	0
7. Deduct amounts received on disposals .....	0	0
8. Deduct amortization of premium and mortgage interest point .....	0	0
9. Total foreign exchange change in book value/recorded investment .....	0	0
10. Deduct current year's other than temporary impairment recognized .....	0	0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1 + 2 + 3 + 4 + 5 + 6 - 7 - 8 + 9 - 10) .....	0	0
12. Total valuation allowance .....	0	0
13. Subtotal (Line 11 plus Line 12) .....	0	0
14. Deduct total nonadmitted amounts .....	0	0
15. Statement value at end of current period (Line 13 minus Line 14) .....	0	0

**SCHEDULE BA - VERIFICATION**

Other Long-Term Invested Assets

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	13,482	13,482
2. Cost of acquired: .....		
2.1 Actual cost at time of acquisition .....	0	0
2.2 Additional investment made after acquisition .....	0	0
3. Capitalized deferred interest and other .....	0	0
4. Accrual of discount .....	0	0
5. Unrealized valuation increase (decrease) .....	0	0
6. Total gain (loss) on disposals .....	0	0
7. Deduct amounts received on disposals .....	13,482	0
8. Deduct amortization of premium and depreciation .....	0	0
9. Total foreign exchange change in book/adjusted carrying value .....	0	0
10. Deduct current year's other than temporary impairment recognized .....	0	0
11. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 + 6 - 7 - 8 + 9 - 10) .....	0	13,482
12. Deduct total nonadmitted amounts .....	0	0
13. Statement value at end of current period (Line 11 minus Line 12) .....	0	13,482

**SCHEDULE D - VERIFICATION**

Bonds and Stocks

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year .....	6,392,145	5,498,131
2. Cost of bonds and stocks acquired .....	42,505	254,042
3. Accrual of discount .....	0	0
4. Unrealized valuation increase (decrease) .....	161,852	639,972
5. Total gain (loss) on disposals .....	0	0
6. Deduct consideration for bonds and stocks disposed of .....	0	0
7. Deduct amortization of premium .....	0	0
8. Total foreign exchange change in book/adjusted carrying value .....	0	0
9. Deduct current year's other than temporary impairment recognized .....	0	0
10. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9) .....	6,596,502	6,392,145
11. Deduct total nonadmitted amounts .....	0	0
12. Statement value at end of current period (Line 10 minus Line 11) .....	6,596,502	6,392,145



**SCHEDULE D - PART 1B**  
**Showing the Acquisitions, Dispositions and Non-Trading Activity**  
**During the Current Quarter for all Bonds and Preferred Stock by Rating Class**

	1	2	3	4	5	6	7	8
	Book/Adjusted Carrying Value Beginning of Current Quarter	Acquisitions During Current Quarter	Dispositions During Current Quarter	Non-Trading Activity During Current Quarter	Book/Adjusted Carrying Value End of First Quarter	Book/Adjusted Carrying Value End of Second Quarter	Book/Adjusted Carrying Value End of Third Quarter	Book/Adjusted Carrying Value December 31 Prior Year
<b>BONDS</b>								
1. Class 1 (a) .....	35,039,332	60,257,699	54,650,772	0	40,646,259	0	0	35,039,332
2. Class 2 (a) .....	0	0	0	0	0	0	0	0
3. Class 3 (a) .....	0	0	0	0	0	0	0	0
4. Class 4 (a) .....	0	0	0	0	0	0	0	0
5. Class 5 (a) .....	0	0	0	0	0	0	0	0
6. Class 6 (a) .....	0	0	0	0	0	0	0	0
7. Total Bonds .....	35,039,332	60,257,699	54,650,772	0	40,646,259	0	0	35,039,332
<b>PREFERRED STOCK</b>								
8. Class 1 .....	0	0	0	0	0	0	0	0
9. Class 2 .....	0	0	0	0	0	0	0	0
10. Class 3 .....	0	0	0	0	0	0	0	0
11. Class 4 .....	0	0	0	0	0	0	0	0
12. Class 5 .....	0	0	0	0	0	0	0	0
13. Class 6 .....	0	0	0	0	0	0	0	0
14. Total Preferred Stock .....	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock .....	35,039,332	60,257,699	54,650,772	0	40,646,259	0	0	35,039,332

Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$.....0; NAIC 2 \$.....0; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0

**SCHEDULE DA - PART 1**

**Short - Term Investments**

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999. Totals .....	40,646,259	X X X	40,646,259	7,699	0

**SCHEDULE DA - Verification**

**Short-Term Investments**

		1 Year To Date	2 Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year .....	35,039,332	22,767,680
2.	Cost of short-term investments acquired .....	60,257,699	207,713,373
3.	Accrual of discount .....	0	0
4.	Unrealized valuation increase (decrease) .....	0	0
5.	Total gain (loss) on disposals .....	0	0
6.	Deduct consideration received on disposals .....	54,650,772	195,441,721
7.	Deduct amortization of premium .....	0	0
8.	Total foreign exchange change in book/adjusted carrying value .....	0	0
9.	Deduct current year's other than temporary impairment recognized ....	0	0
10.	Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9) .....	40,646,259	35,039,332
11.	Deduct total nonadmitted amounts .....	0	0
12.	Statement value at end of current period (Line 10 minus Line 11) .....	40,646,259	35,039,332

**SI04      Schedule DB - Part A Verification ..... NONE**

**SI04      Schedule DB - Part B Verification ..... NONE**

**SI05      Schedule DB Part C Section 1 ..... NONE**

**SI06      Schedule DB Part C Section 2 ..... NONE**

**SI07      Schedule DB - Verification ..... NONE**

**SI08      Schedule E - Verification (Cash Equivalents) ..... NONE**

**E01      Schedule A Part 2 ..... NONE**

**E01      Schedule A Part 3 ..... NONE**

**E02      Schedule B Part 2 ..... NONE**

**E02      Schedule B Part 3 ..... NONE**

SCHEDULE BA - PART 2

Showing Other Long-Term Invested Assets ACQUIRED AND ADDITIONS MADE During the Current Quarter

1	2	Location		5	6	7	8	9	10	11	12	13
CUSIP Identification	Name or Description	3	4	Name of Vendor or General Partner	NAIC Designation	Date Originally Acquired	Type and Strategy	Actual Cost at Time of Acquisition	Additional Investment Made After Acquisition	Amount of Encumbrances	Commitment for Additional Investment	Percentage of Ownership
		City	State									
<div>NONE</div>												
4199999 TOTALS .....								0	0	0	0	XXX

SCHEDULE BA - PART 3

Showing Other Long-Term Invested Assets DISPOSED, Transferred or Repaid During the Current Quarter

QE03

1  CUSIP Identification	2  Name or Description	Location		5  Name of Purchaser or Nature of Disposal	6  Date Originally Acquired	7  Disposal Date	8  Book/Adjusted Carrying Value Less Encumbrances, Prior Year	Change in Book/Adjusted Carrying Value						15  Book/Adjusted Carrying Value Less Encumbrances on Disposal	16  Consideration	17  Foreign Exchange Gain (Loss) on Disposal	18  Realized Gain (Loss) on Disposal	19  Total Gain (Loss) on Disposal	20  Investment Income
		3  City	4  State					9  Unrealized Valuation Increase (Decrease)	10  Current Year's (Depreciation) or (Amortization)/ Accretion	11  Current Year's Other Than Temporary Impairment Recognized	12  Capitalized Deferred Interest and Other	13  Total Change in B./A.C.V. (9 + 10 - 11 + 12)	14  Total Foreign Exchange Change in B./A.C.V.						
Any Other Class of Admitted Assets - Affiliated																			
000000000	HGH, Inc.	Flint	MI	Final dissolution distribution	01/01/2004	03/19/2010	13,482	0	0	0	0	0	0	13,482	13,482	0	0	0	
3899999 Subtotal - Any Other Class of Admitted Assets - Affiliated							13,482	0	0	0	0	0	0	13,482	13,482	0	0	0	
3999999 Total - Unaffiliated							0	0	0	0	0	0	0	0	0	0	0	0	
4099999 Total - Affiliated							13,482	0	0	0	0	0	0	13,482	13,482	0	0	0	
4199999 TOTALS							13,482	0	0	0	0	0	0	13,482	13,482	0	0	0	

**SCHEDULE D - PART 3**

**Show All Long-Term Bonds and Stock Acquired by the Company During the Current Quarter**

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
8399998	Summary Item from Part 5 for Bonds (N/A to Quarterly)				X X X	X X X	X X X	X X X	X X X
8999998	Summary Item from Part 5 for Preferred Stocks (N/A to Quarterly)				X X X	X X X	X X X	X X X	X X X
<b>Common Stock - Mutual Funds</b>									
4812C0100	JPMorgan Core Bond Fund		03/01/2010	JP Morgan Asset Management	3,802.810	42,505	X X X	0	L
9299999	Subtotal - Common Stock - Mutual Funds				X X X	42,505	X X X	0	X X X
9799997	Subtotal - Common Stock - Part 3				X X X	42,505	X X X	0	X X X
9799998	Summary Item from Part 5 for Common Stocks (N/A to Quarterly)				X X X	X X X	X X X	X X X	X X X
9799999	Subtotal - Common Stocks				X X X	42,505	X X X	0	X X X
9899999	Subtotal - Preferred and Common Stocks				X X X	42,505	X X X	0	X X X
9999999	Total - Bonds, Preferred and Common Stocks				X X X	42,505	X X X	0	X X X

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues .....0.

**E05     Schedule D Part 4 ..... NONE**

**E06     Schedule DB Part A Section 1 ..... NONE**

**E07     Schedule DB Part B Section 1 ..... NONE**

**E08     Schedule DB Part D ..... NONE**

**SCHEDULE E - PART 1 - CASH**

**Month End Depository Balances**

1			2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
Depository			Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	6	7	8	*
							First Month	Second Month	Third Month	
open depositories										
Citizens Bank .....	Flint, MI .....			0.600	59	0	501,175	410,250	4,312,643	X X X
Citizens Bank .....	Flint, MI .....			0.000	0	0	(2,556,581)	(2,663,951)	(2,096,518)	X X X
JP Morgan Chase Bank, N.A. .	Baton Rouge, LA .....			0.000	0	0	(61,281)	(61,253)	(61,114)	X X X
JP Morgan Chase Bank, N.A. .	Baton Rouge, LA .....			0.000	0	0	0	(909)	0	X X X
0199998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository (See Instructions) - open depositories .....			X X X	X X X ..	0	0	0	0	0	X X X
0199999 Totals - Open Depositories .....			X X X	X X X ..	59	0	(2,116,687)	(2,315,863)	2,155,011	X X X
0299998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository (See Instructions) - suspended depositories .....			X X X	X X X ..	0	0	0	0	0	X X X
0299999 Totals - Suspended Depositories .....			X X X	X X X ..	0	0	0	0	0	X X X
0399999 Total Cash On Deposit .....			X X X	X X X ..	59	0	(2,116,687)	(2,315,863)	2,155,011	X X X
0499999 Cash in Company's Office .....			X X X	X X X ..	X X X	X X X ..	0	0	0	X X X
0599999 Total Cash .....			X X X	X X X ..	59	0	(2,116,687)	(2,315,863)	2,155,011	X X X



**SCHEDULE E - PART 2 - CASH EQUIVALENTS**

Show Investments Owned End of Current Quarter

1	2	3	4	5	6	7	8
Description	Code	Date Acquired	Rate of Interest	Maturity Date	Book/Adjusted Carrying Value	Amount of Interest Due & Accrued	Amount Received During Year
<div>NONE</div>							
8699999 Total - Cash Equivalents .....					0	0	0



**MEDICARE PART D COVERAGE SUPPLEMENT**  
**Net of Reinsurance**  
**For the Quarter Ended March 31, 2010**

NAIC Group Code: 3409

NAIC Company Code: 11549

		Individual Coverage		Group Coverage		5 Total Cash
		1 Insured	2 Uninsured	3 Insured	4 Uninsured	
1.	Premiums Collected .....	0	X X X	0	X X X	0
2.	Earned Premiums .....	0	X X X	0	X X X	X X X
3.	Claims Paid .....	0	X X X	0	X X X	0
4.	Claims Incurred .....	0	X X X	0	X X X	X X X
5.	Reinsurance Coverage and Low Income Cost Sharing - Claims Paid Net of Reimbursements Applied (a) .....	X X X	0	X X X	0	0
6.	Aggregate Policy Reserves - change .....	0	X X X	0	X X X	X X X
7.	Expenses Paid .....	0	X X X	0	X X X	0
8.	Expenses Incurred .....	0	X X X	0	X X X	X X X
9.	Underwriting Gain or Loss .....	0	X X X	0	X X X	X X X
10.	Cash Flow Results .....	X X X	X X X	X X X	X X X	0

(a) Uninsured Receivable/Payable with CMS at End of Quarter: \$.....0 due from CMS or \$.....0 due to CMS

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QUARTERLY STATEMENT**

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